

Annual Secretarial Compliance Report
of
VITP PRIVATE LIMITED

for the year ended 31st March 2024

{Pursuant to the SEBI Circular No. IR/CFD/GMD/27/2019/Dated.
08.02.2019}

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **VITP Private Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Capella Block, 5th Floor, Plot No.17 Software Units Layout, Madhapur Hyderabad Rangareddi Telangana – 500081, India, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined-

- (a) all the documents and records made available to us and explanation provided by VITP PRIVATE LIMITED.
- (b) the filings/ submissions made by the listed entity to the BSE Limited,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification for the year ended 31st March, 2024 in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 .

Pursuant to the Notification No. SEBI/LAD-NRO/GN/2015-16/013 issued by SEBI with regard to certain provisions of Chapter IV of SEBI ((Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations) 2021 shall apply to a listed entity that has listed its non-

For DSMR & Associates
COMPANY SECRETARIES
Proprietor
D. S. Ramani

convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above as on 31st March, 2021.

As on 31st March, 2021 the principal amount outstanding in respect of Non-convertible debt securities is more than Rupees Five Hundred crores.

However, the company has redeemed 2368 & 165 NCDs on 27th June 2023 after obtaining the consent of the debenture holder Ascendas Property Fund (FDI) Pte Ltd. ("Debenture Holder"), debenture trustee viz IDBI Trusteeship Services limited & members in the Extra Ordinary General Meeting held on 31st May 2023, consequent to which the debt had reduced to Rs.330 Crores

Accordingly, listed entity shall comply with the provisions of **Regulation 16 to Regulation 27** of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations) 2021 on a '**Comply or Explain**' basis until March 31, 2024 and on a mandatory basis thereafter.

However, listed entity choose to comply with some of the provisions as of now which are listed as below:

Regulation	Text	Comply or Explain	Compliance from 1 st April 2024
17	Composition of Board of Directors	Complied	Yes, however the performance evaluation of the Directors and committees for the financial year 2023 – 2024 was done on 28 th May, 2024
17A	Maximum number of directorships.	Complied	Yes
18	Audit Committee	Complied	Yes
19	Nomination and remuneration committee	Complied	Yes
20	Stakeholders Relationship Committee	Complied	Yes
21	Risk Management Committee	Complied	Yes, however the company did not conduct any committee meetings during the FY 2023 – 2024 which is Comply or explain basis till 31 st March, 2025
22	Vigil mechanism	Complied	Yes

For DSM RAM ASSOCIATES
COMPANY SECRETARIES

S. Jh. Manish

DSM RAM
PROPRIETOR
C.P.No. 4239

23	Related Party Transactions	Complied	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	NA	Listed entity does not have any subsidiary
24A	Secretarial Audit and Secretarial Compliance Report	Complied	Yes
25	Obligations with respect to independent directors	Complied	Yes
26	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	Complied	Yes
27	Other Corporate Governance Requirements	Complied	Yes

- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

The Company has not raised any capital during the reporting period; hence reporting of compliance under these regulations does not arise.

- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

During the period of our audit, there were no transactions. Hence, the reporting of Compliance under these regulations does not arise.

- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

During the period of our Audit, the Company has not done any buy back of its securities. Hence, the reporting of compliance under these regulations does not arise.

- (e) The Securities and Exchange Board of India (Share Based Employee Benefit Schemes) Regulations, 2021;

Not applicable for the period under review

- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

The company has redeemed 2368 & 165 NCDs on 27th June 2023 after obtaining the consent of the debenture holder Ascendas Property Fund (FDI) Pte Ltd. ("Debenture Holder"), debenture trustee viz IDBI Trusteeship Services limited & members in the Extra Ordinary General Meeting held on 31st May 2023 has repaid outstanding NCDs along with Interest.

- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Since the Company's Equity Shares are not listed on any Stock Exchange, this regulation does not apply to the Company.

DSM & ASSOCIATES
COMPANY SECRETARIES

[Handwritten Signature]

DSM RAM
PROPRIETOR
C.P.No. 4239

(h) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents). Regulations, 1993 regarding the Companies Act and dealing with Client.

Based on above examination, We hereby report that, during the Review Period

I (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action taken by	Type of Deviation	Fine amount	Observations/ Remarks of the Practicing Company Secretarys	Management Response	Remarks
NIL									

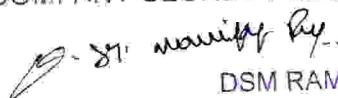
(b) The listed entity has taken the following actions to comply with the observations made in previous reports

Sl. No	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Deviation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
There were no observations made in the previous report									

II. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. no.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil

For DSMR & ASSOCIATES
COMPANY SECRETARIES

 DSM RAM

PROPRIETOR
C.P.No. 4239

2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes	Nil
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	Yes	Nil
4	<p>Disqualification of Director:</p> <p>None of the Director(s) of listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Based on the declarations received from the Directors, none of the Directors are disqualified under section 164 of the Companies Act 2013.	Nil
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Company doesn't have any subsidiary.	N. A.
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed</p>	Yes	Nil

DSM RAM & ASSOCIATES
COMPANY SECRETARIES

DSM RAM

DSM RAM
PROPRIETOR
C.P.No. 4239

	under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	The performance evaluation of the Directors and committees for the financial year 2023 – 2024 was done on 28 th May, 2024
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained	Yes	Nil
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Not Applicable	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Not applicable	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	N. A.	There is no action taken against the listed entity / its promoters / directors either by SEBI or Stock Exchanges

For DSMR & ASSOCIATES
COMPANY SECRETARIES

A. su mania by.

DSM RAM
PROPRIETOR
C.P.No. 4239

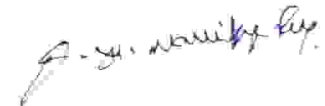
12.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	As stated in point Ia
-----	---	----	-----------------------

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For DSMR & Associates
Company Secretaries

Place: Hyderabad
Date: 29th May, 2024



D S M Ram
C. P. No. 4239
Proprietor
UDIN: A014939F000488896
Peer Review Certificate No. 1252/2001